



## NOTICE OF ANNUAL GENERAL MEETING

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Notice is hereby given that Twentieth Annual General Meeting of Members of Raghuvansh Agro Farms Limited will be held on Saturday the 24<sup>th</sup> September, 2016 at 01:30 P.M. at the Registered office of the Company at 201-202, Namdhari Chambers, Karol Bagh, New Delhi - 110005 to transact the following businesses.

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited financial statements (including consolidated Audited Financial Statements) of the Company for the year ended on 31st March 2016 including the Reports of the Directors and Auditors thereon.
2. To appoint a director in place of Mrs. Renu Agarwal who retires by rotation and being eligible, offers herself for reappointment.
3. To ratify the appointment of the Statutory Auditors of the Company and if thought fit, to pass, with or without modification/s, the following resolution as on ordinary resolution.

**"RESOLVED THAT**, pursuant to the first proviso to Section 139(1) of the Companies Act, 2013, read with the first proviso to Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s Naval Kapur & Co., Chartered Accountants (Firm Registration No. 005851C), who were appointed as the auditors of the Company from the conclusion of the 18th Annual General Meeting until the conclusion of the 23rd Annual General Meeting of the Company and whose office was subject to ratification at this annual general meeting be and is hereby ratified by the shareholders of the Company."

### SPECIAL BUSINESS

4. To consider and if thought fit, to pass, with or without modification/s, the following resolution as on ordinary resolution

**"RESOLVED THAT** pursuant to Section 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Niranjana Swroop Goel (DIN: 02325340), who was appointed as an Additional Director of the Company with effect from 30<sup>th</sup> April, 2016 by the Board of Directors and who holds office upto the date of this Annual General Meeting pursuant to section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice from a member proposing his candidature for the office of Director under section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation to hold office for five (5) consecutive years."

**"RESOLVED FURTHER THAT** Mr. Rajit Verma, Company Secretary of the Company be and is hereby authorized to take all actions and steps expedient or desirable to give effect to this aforesaid resolution."

**Date:** 20.08.2016

**Place:** Kanpur

By the order of the Board  
For Raghuvansh Agro Farms Limited

-Sd-  
**Rajit Verma**  
**(Company Secretary)**



**Notes:**

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be valid must be received by the company not less than 48 hours before the meeting.

A person can act as proxy for only 50 members and holding in aggregate not more than 10 percent of the total share capital of the company carrying voting rights. Member holding more than 10 percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.

2. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. Members / Proxies / Authorized Representatives should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting.
5. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), concerning the Special Business in the Notice is annexed hereto and forms part of this Notice
6. Pursuant to the provisions of Section of 91 of The Companies Act, 2013 and listing agreement, The Register of Members and Share Transfer Book will remain closed from 17.09.2016 to 24.09.2016 (both days inclusive).
7. SEBI & the Ministry of Corporate Affairs encourage paperless communication as a contribution to greener environment.

Members holding shares in physical mode are requested to register their e-mail ID's with the Skyline Financial Services Pvt. Ltd., the Registrars & Share Transfer Agents of the Company and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs) in case the same is still not registered.

If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrars & Share Transfer Agents of the Company in respect of shares held in physical form and to DPs in respect of shares held in electronic form.

8. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made there under the copy of the Annual Report including Financial statements, Board's report etc. and this Notice are being sent by electronic mode, to those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company, unless any member has requested for a physical copy of the same. In case you wish to get a physical copy of the Annual Report, you may send your request to [raghuvanshagro@gmail.com](mailto:raghuvanshagro@gmail.com) mentioning your Folio/DP ID & Client ID.



9. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Skyline Financial Services Pvt. Ltd.
10. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
11. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in demat / electronic form, the nomination form may be filed with the respective Depository Participant.
12. All documents referred to in the Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 11.00 a.m. to 1.00 p.m. up to the date of the 20<sup>th</sup> Annual General Meeting of the Company.
13. With reference to Rule 20 of the Companies (Management and Administration) Amendment Rules 2015, your company is listed on SME of Platform of BSE under the regulation of chapter XB of the SEBI( Issue of Capital and Disclosure Requirement) Regulations, 2009, is not required to provide the e-voting process for the consideration of resolutions, proposed at the General Meeting.

#### **EXPLANATORY STATEMENT**

The following Explanatory Statement, as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item No. 4 of the accompanying Notice dated 20.08.2016.

#### **Item – 4**

The Board of Directors has, its meeting held on 30<sup>th</sup> April, 2016, appointed Mr. Niranjana Swaroop Goel as an (Additional Director) in the Board of the Company.

The Board of Directors of the Company had appointed Mr. Niranjana Swaroop Goel as an Additional (Non –Executive & Independent) Director w.e.f. April 30<sup>th</sup>, 2016 pursuant to Section 161 of the Companies Act, 2013. He holds office upto conclusion of this Annual General Meeting.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1,00,000/- proposing the candidature of Mr. Niranjana Swaroop Goel for the office of Independent Director, to be appointed as such under the provisions of Section 149 and other applicable provisions of the Companies Act, 2013.

The Company has received a declaration from Mr. Niranjana Swaroop Goel in writing to the effect that he meets the criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.



The resolution seeks the approval of members for the appointment of Mr. Niranjn Swaroop Goel as an Independent Director of the Company for a period of 05 years pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made there under and he shall not be liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Niranjn Swaroop Goel, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made there under and he is independent of the Management. Accordingly Board of Directors recommends the passing of the Ordinary Resolution as set out in the Item no. 4 of the Notice.

No Director, Key Managerial personnel or their relatives, except Mr. Niranjn Swaroop Goel, to whom the resolution relates, is interested or concerned in the resolution.

Date: Kanpur  
Place: 20.08.2016

By the order of the Board  
For Raghuvansh Agro Farms Limited

-Sd-  
Rajit Verma  
(Company Secretary)

#### **Annexure to the Item No.-2 & Item No.-4 of the Notice**

Details of Directors seeking appointment and reappointment at the forthcoming Annual General Meeting. In pursuance of Regulation 36(3) of SEBI (LODR) Regulations, 2015:

<b>Name of the Director</b>	<b>Mrs. Renu Agarwal</b>	<b>Mr. Niranjn Swaroop Goel</b>
Date of Birth	04/12/1976	30/12/1945
Nationality	Indian	Indian
Date of appointment on the Board	01/07/2014	30/04/2016
Qualifications	Under Graduate	Graduate
Expertise	In Business	In Business
No. of Shares held in the company	Nil	Nil
List of the directorship held in other Company	Nil	Nil
Chairman/Member in the committees of the board of other companies in which he/she is director	<b>Chairman-Nil</b> <b>Member-Nil</b>	<b>Chairman-Nil</b> <b>Member-Nomination &amp; Remuneration Committee</b>
Relationship, if any, between director's inter se	Wife of Mr. Subodh Agarwal	No
* Directorships includes Directorship of other Indian Public Companies and Committee memberships includes only Audit Committee and Stake holders' Relationship Committee of Public Limited Company (whether Listed or not); * Other required details are stated in Corporate Governance Report.		

**RAGHUVANSH AGROFARMS LIMITED****CIN:** L40300DL1996PLC258176**Reg. Office:** 201-202, Namdhari Chambers, Karol Bagh, New Delhi-110005**Corp. Office:** 16/19-A, Civil Lines, Kanpur -208001, Uttar Pradesh**Tel. :** 0512-3071470, 3071471**Email:** raghuvanshagro@gmail.com, rafl666@rediffmail.com**Website:** www.raghuvanshagro.com**Form No. MGT-11 (PROXY FORM)**

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company. Hereby appoint

Name :	
Address:	
	E-mail Id:
Signature: _____, or failing him	

Name :	
Address:	
	E-mail Id:
Signature: _____, or failing him	

Name :	
Address:	
	E-mail Id:
Signature: _____, or failing him	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Saturday, the 24th September, 2016 at 01:30 P.M. at the registered office of the Company at 201-202, Namdhari Chambers, Karol Bagh, New Delhi-110005 and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No.**

Sl. No.	Resolution(s)	Vote	
		For	Against
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2016		
2.	Re-appointment of Mrs. Renu Agarwal as director, retiring by rotation		
3.	Ratification of appointment of Auditor		
4.	Appointment of Mr. Niranjana Swaroop Goal as an Independent Director of the Company		



Affix  
Revenue  
Stamp

Signed this.....day of.....2016

Signature of the shareholder  
across Revenue Stamp

Signature of Shareholder.....Signature of Proxy holder.....

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company.

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**RAGHUVANSH AGROFARMS LIMITED**

**CIN:** L40300DL1996PLC258176

**Reg. Office:** 201-202, Namdhari Chambers, Karol Bagh, New Delhi-110005

**Corp. Office:** 16/19-A, Civil Lines, Kanpur -208001, Uttar Pradesh

**Tel.:** 0512-3071470, 3071471

**Email:** raghuvanshagro@gmail.com, rafl666@rediffmail.com

**Website:** www.raghuvanshagro.com

**ATTENDANCE SLIP**

(To be presented at the entrance)

Reg. Folio No.	DP id.	Client id.	No. of Shares held

Name of the Reg. Shareholder-----

I, being the registered shareholder/Proxy for the registered shareholder of the company hereby record my presence at the 20<sup>th</sup> Annual General Meeting of the Company held on saturday, the 24<sup>th</sup> September, 2016 at 01:30 P.M. at the registered office of the Company at 201-202, Namdhari Chambers, Karol Bagh, New Delhi-110005.

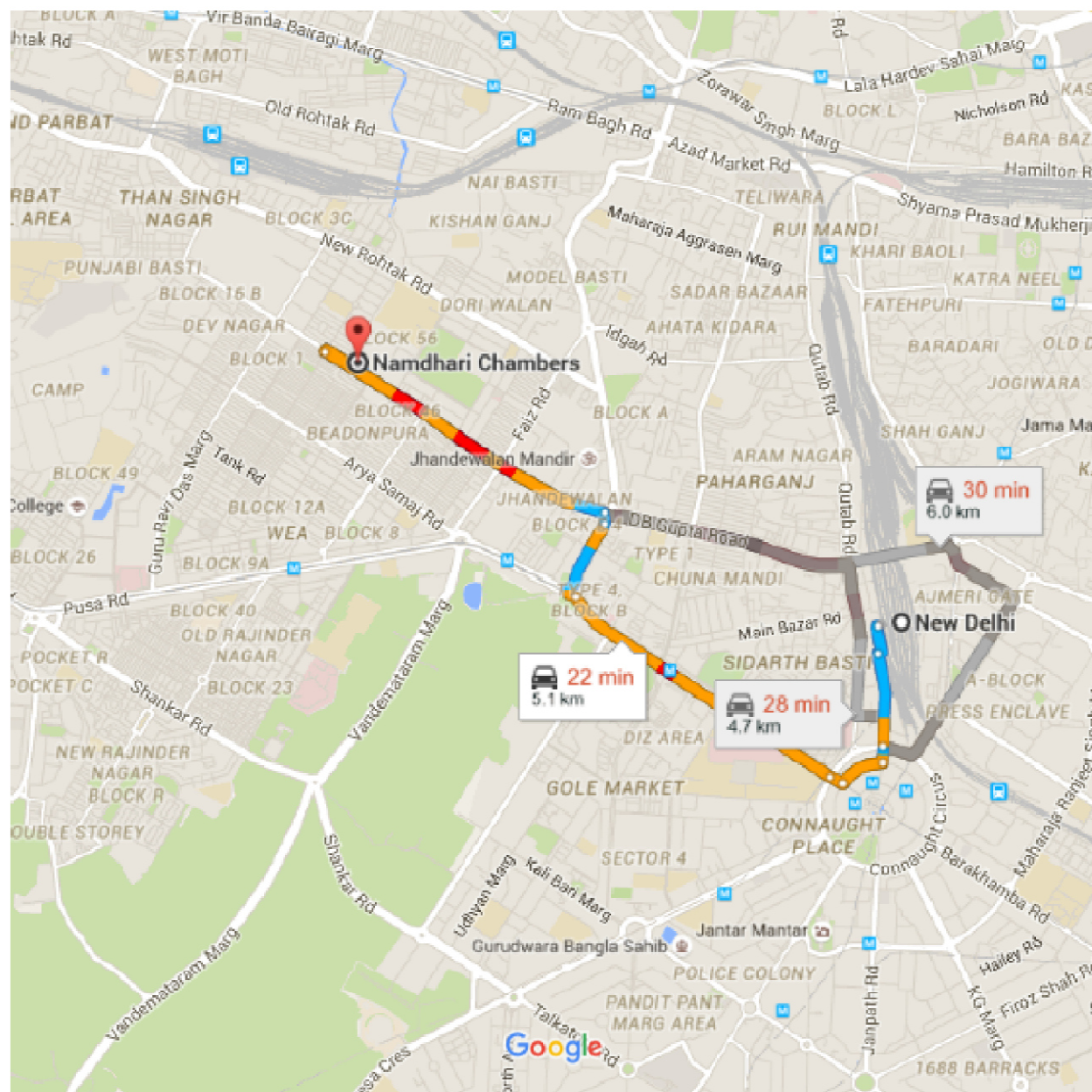
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Member's/Proxy's name in Block Letters

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Member's/Proxy's Signature

**NOTE:** Please fill up this attendance slip and hand it over at the entrance of the venue for the meeting. Members/Proxy Holders are requested to bring their copies of the Annual Report to the meeting.



### Route map of the Venue of the Annual General Meeting



### 20<sup>th</sup> Annual General Meeting Venue

**Reg. Office:** 201-202, Namdhari Chambers,  
Karol Bagh, New Delhi-110005